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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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STIPULATION AND ORDER RESOLVING OBJECTION BY COMERICA
LEASING CORPORATION TO APPROVAL AND/OR CONFIRMATION OF
THE DEBTORS' FIRST AMENDED JOINT PLAN OF REORGANIZATION

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and Comerica Leasing Corporation ("Comerica") by their counsel, respectfully submit this Stipulation And Order Resolving Objection By Comerica Leasing Corporation To Approval And/Or Confirmation Of The Debtors' First Amended Joint Plan Of Reorganization (the "Stipulation") and agree and state as follows:

WHEREAS, on September 27, 1991, General Motors Company (formerly known as General Motors Corporation) ("GM") entered into a sale-leaseback transaction for certain manufacturing equipment (the "Equipment") pursuant to a Participation Agreement and Equipment Lease with Manubank Leasing Corporation (as Owner Participant) and the Connecticut National Bank (as Lessor) (collectively with all lease agreements entered into in connection therewith, the "Lease Agreement"). DAS LLC and Comerica are the successors in interest under the Lease Agreement as lessee and lessor, respectively.

WHEREAS, on February 28, 1994, GM subleased certain of the Equipment to American Axle & Manufacturing, Inc. ("American Axle") in connection with GM's sale of a certain business unit to American Axle.

WHEREAS, on May 28, 1999, DAS LLC and GM entered into a lease assignment whereby GM assigned all of GM's rights with respect to the Lease Agreement and the Equipment.

WHEREAS, around November 2003, a dispute arose between Comerica and DAS LLC regarding the upcoming end of the term of the Lease Agreement and whether DAS LLC would be required to purchase the Equipment at Stipulated Loss Value or Fair Market Value under the terms of the Lease Agreement.

WHEREAS, the Lease Agreement expired under its terms on March 27, 2004. Around the end of the Lease Agreement term, DAS LLC exercised its purchase option under the Lease Agreement and paid approximately \$576,000.00 to Comerica. Comerica disputed and continues to dispute that DAS LLC properly exercised its purchase option.

WHEREAS, DAS LLC and Comerica continued to work constructively to resolve the disputes arising under the Lease Agreement, but were ultimately unable to reach a consensual resolution.

WHEREAS, on October 3, 2008, the Debtors filed a motion (Docket No. 14310) (the "Plan Modification Motion") under 11 U.S.C. § 1127 seeking certain modifications to the Debtors' previously confirmed plan of reorganization (such modifications, the "Modified Plan"). The Debtors subsequently filed various supplements to the Plan Modification Motion and revisions to the Modified Plan, and this Court commenced a hearing on confirmation of the Modified Plan on July 29, 2009.

WHEREAS, on July 14, 2009, Comerica filed its Objection To Approval Of First Amended Joint Plan Of Delphi Corporation And Certain Affiliates, Debtor And Debtors In Possession (as modified) (the "Objection") (Docket No. 18193).

WHEREAS, on July 14, 2009, Comerica filed an administrative expense claim for \$9,188,389.44 (the "Administrative Claim").

WHEREAS, the Debtors and Comerica have reached an agreement to settle and resolve the Objection, the Administrative Claim, and any other amounts asserted or capable of assertion under the Lease Agreement or with respect to the Equipment.

THEREFORE, in consideration of the foregoing Recitals and the provisions herein, the parties hereto stipulate and agree as follows:

1. This Stipulation shall become effective upon entry of an order of this Court approving the terms set forth herein.

2. The provisions set forth herein are for the benefit of the parties hereto and no other party. Except as expressly set forth herein, nothing contained herein constitutes an admission or waiver of any right, claim or defense in favor of the Debtors pursuant to the Plan.

3. On or before the date that is five business days following this Court's entry of an order approving this Stipulation, the Debtors shall pay to Comerica \$500,000.00 (the "Final Lease Settlement Amount") in good funds, which, in addition to funds already paid, shall constitute full and final settlement of (a) all claims of Comerica against the Debtors and (b) all claims of Comerica in any way related to or in connection with the Lease against GM or any person claiming an interest in the Equipment by or through the Debtors or GM. Upon payment in full of the Final Lease Settlement Amount, the Debtors shall own the Equipment, as is, where is, and without any representations or warranties (including, without limitation, any warranty of fitness for a particular purpose) from Comerica.

4. Upon payment in full of the Final Lease Settlement Amount and entry of an order approving this Stipulation, the Administrative Claim will be deemed withdrawn.

5. Upon entry of an order approving this Stipulation, Comerica shall file on the ECF docket of this case a Notice of Withdrawal of the Objection.

6. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation and order.

So Ordered in New York, New York, this 13th day of August, 2009

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John Wm. Butler, Jr.

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